

Charter
Defense Business Board

1. Committee's Official Designation: The committee shall be known as the Defense Business Board ("the Board").
2. Authority: The Secretary of Defense, in accordance with the provisions of the Federal Advisory Committee Act (FACA) of 1972 (5 U.S.C., Appendix, as amended) and 41 C.F.R. § 102-3.50(d), established this discretionary Board.
3. Objectives and Scope of Activities: The Board shall provide the Secretary of Defense and the Deputy Secretary of Defense with independent advice and recommendations on critical matters concerning the Department of Defense (DoD), as set out in paragraph four below.
4. Description of Duties: The Board shall examine and advise on overall DoD management and governance from a private sector perspective.
5. Agency or Official to Whom the Committee Reports: The Board shall report to the Secretary of Defense and the Deputy Secretary of Defense, who may act upon the Board's advice and recommendations.
6. Support: The DoD, through the Office of the Deputy Chief Management Officer (DCMO), shall provide support for the performance of the Board's functions and shall ensure compliance with the requirements of the FACA, the Government in the Sunshine Act of 1976 (5 U.S.C. § 552b, as amended) ("the Sunshine Act"), governing Federal statutes and regulations, and established DoD policies and procedures.
7. Estimated Annual Operating Costs and Staff Years: The estimated annual operating cost, to include travel, meetings, and contract support, is approximately \$1.8 million. The estimated annual personnel cost to the DoD is 8.5 full-time equivalents.
8. Designated Federal Officer: The Board's Designated Federal Officer (DFO) must be a full-time or permanent part-time DoD employee, designated in accordance with established DoD policies and procedures.

The Board's DFO is required to attend all meetings of the Board and its subcommittees for the entire duration of each and every meeting. However, in the absence of the Board's DFO, a properly approved Alternate DFO, duly designated to the Board according to DoD policies and procedures, must attend the entire duration of all meetings of the Board or its subcommittees.

The DFO, or the Alternate DFO, shall call all of the Board and its subcommittees meetings; prepare and approve all meeting agendas; and adjourn any meeting when the DFO, or the Alternate DFO, determines adjournment to be in the public interest or required by governing regulations or DoD policies and procedures.

9. Estimated Number and Frequency of Meetings: The Board will meet at the call of the Board's DFO, in consultation with the Board's Chair. The estimated number of meetings of the Board is at least four per year.

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10. Duration: The need for this advisory function is on a continuing basis; however, it is subject to renewal every two years.
11. Termination: The Board shall terminate upon completion of its mission or two years from the date this charter is filed, whichever is sooner, unless the Secretary of Defense extends it.
12. Membership and Designation: The Board shall be composed of no more than 35 members. The members must possess the following: (a) a proven track record of sound judgment in leading or governing large, complex private sector corporations or organizations and (b) a wealth of top-level, global business experience in the areas of executive management, corporate governance, audit and finance, human resources, economics, technology, or healthcare.

The Board members will be appointed by the Secretary of Defense or the Deputy Secretary of Defense for a term of service of one-to-four years and will be renewed on an annual basis in accordance with DoD policies and procedures. Members of the Board who are not full-time or permanent part-time Federal officers or employees will be appointed as experts or consultants pursuant to 5 U.S.C. § 3109 to serve as special government employee (SGE) members. Members of the Board who are full-time or permanent part-time Federal officers or employees will be appointed pursuant to 41 C.F.R. § 102-3.130(a) to serve as regular government employee (RGE) members. All members of the Board are appointed to provide advice on the basis of their best judgment without representing any particular point of view and in a manner that is free from conflict of interest.

Consistent with Deputy Secretary of Defense policy, the DCMO may appoint the Board chair and the two vice chairs from among the Secretary of Defense approved Board membership and, in doing so, shall determine the term of service for the Board chair and/or vice chairs, which shall not exceed the member's approved term of service.

All Board members will be reimbursed for travel and per diem as it pertains to official business of the Board. Board members will serve without compensation.

No member, unless authorized by the Secretary of Defense or the Deputy Secretary of Defense, may serve more than two consecutive terms of service on the Board, to include its subcommittees, or serve on more than two DoD federal advisory committees at one time.

The Secretary of Defense or the Deputy Secretary of Defense, according to DoD policies and procedures pertaining to inviting or appointing individuals to serve on advisory committees, may invite the chairs of the Defense Policy Board and the Defense Science Board to serve as non-voting ex-officio SGE members of the Board and the Director of the Office of Management and Budget and the Comptroller General of the United States to serve as non-voting ex-officio RGE members of the Board. The non-voting ex-officio SGE members may speak to the Board membership only on those topics governed by their respective advisory boards provided the information has been voted on by their membership and is available to the general public. They do not represent their respective advisory boards. These non-voting

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ex-officio SGE and RGE members, when invited by the Secretary of Defense, will not count toward the Board's total membership and may not participate in the Board's deliberations.

The Director of Administration, Office of the DCMO, on behalf of the Secretary of Defense, the Deputy Secretary of Defense, and the DCMO and pursuant to DoD policies and procedures, may appoint, as deemed necessary, non-voting subject matter experts (SMEs) to assist the Board or its subcommittees on an ad hoc basis. These non-voting SMEs are not members of the Board or its subcommittees and will not engage or participate in any deliberations by the Board or its subcommittees. These non-voting SMEs, if not full-time or permanent part-time Federal officers or employees, will be appointed pursuant to 5 U.S.C. § 3109 on an intermittent basis to address specific issues under consideration by the Board.

13. Subcommittees: DoD, when necessary and consistent with the Board's mission and DoD policies and procedures, may establish subcommittees, task forces, or working groups to support the Board. Establishment of subcommittees will be based upon a written determination, to include terms of reference, by the Secretary of Defense or the Deputy Secretary of Defense.

Such subcommittees shall not work independently of the Board and shall report all their recommendations and advice solely to the Board for full deliberation and discussion. Subcommittees, task forces, or working groups have no authority to make decisions and recommendations, verbally or in writing, on behalf of the Board. No subcommittee or any of its members can update or report, verbally or in writing, directly to the DoD or to any Federal officer or employee.

The Secretary of Defense and the Deputy Secretary of Defense are the appointment authority for all subcommittee members even if the individual in question is already a member of the Board. Subcommittee members, with the approval of the Secretary of Defense, may serve a term of one-to-four years, subject to annual renewals of their appointment; however, no individual appointed to any subcommittee of the Board shall serve more than a total of two consecutive terms of service on the Board including any subcommittees unless otherwise authorized by the Secretary of Defense or the Deputy Secretary of Defense.

Subcommittee members, if not full-time or permanent part-time Federal officers or employees, will be appointed as experts or consultants pursuant to 5 U.S.C. § 3109 to serve as SGE members. Those subcommittee members who are full-time or permanent part-time Federal officers or employees will be appointed pursuant to 41 C.F.R. § 102-3.130(a) to serve as RGE employees.

With the exception reimbursement of official travel and per diem related to the Board or its subcommittees, subcommittee members shall serve without compensation.

Each subcommittee member is appointed to provide advice on behalf of the Government on the basis of his or her best judgment without representing any particular point of view and in a manner that is free from conflict of interest.

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Consistent with Deputy Secretary of Defense policy, the DCMO may appoint the subcommittee chair or co-chairs from among the Secretary of Defense approved subcommittee membership and, in doing so, shall determine the term of service for the subcommittee chair or co-chairs, which shall not exceed the member's approved term of service.

All subcommittees operate under the provisions of FACA, the Sunshine Act, governing Federal statutes and regulations, and established DoD policies and procedures.

14. Recordkeeping: The records of the Board and its subcommittees shall be handled according to Section 2, General Records Schedule 26 and governing DoD policies and procedures. These records shall be available for public inspection and copying, subject to the Freedom of Information Act of 1966 (5 U.S.C. § 552, as amended).
15. Filing Date: July 3, 2014
16. Amended: August 4, 2015